

County of Loudoun
Department of Planning
MEMORANDUM

DATE: June 13, 2007

TO: Stephen Gardner, Project Manager
Land Use Review

FROM: Melanie Wellman^{MLW}, Planner
Community Planning

SUBJECT: ZMAP 2007-0003, 1 Dulles Town Center Office Building

BACKGROUND

1 Dulles Town Center, L.L.C., the applicant, is seeking a Zoning Map Amendment (ZMAP) to convert a parcel from Planned Development – Office Park (PD-OP) under the 1972 Zoning Ordinance to PD-OP under the Revised 1993 Zoning Ordinance. The subject property is approximately 12.51 acres and is located on the northeast corner of Route 28 and Dulles Center Boulevard. The property is currently developed with a 7-story office building and associated parking. The Statement of Justification states that the applicant has the opportunity to bring Neumont University, a computer science training institution, to Loudoun County. The Revised 1993 Zoning Ordinance specifies that an “educational institution” is permitted within the PD-OP zoning district. The property is located within the Route 28 Tax District.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The site is governed under the policies outlined in the Revised General Plan. The Revised General Plan identifies the subject site as suitable for Keynote Employment uses, which include large-scale regional office developments (Revised General Plan, Planned Land Use Map, p. 7-23 & Policy 1, p. 6-28). The existing office building and proposed use is consistent with Plan policies. Also, the County encourages property owners within the Route 28 Tax District to convert or “opt-in” to the Revised 1993 Zoning Ordinance (Revised General Plan, Policies 13 & 8, pp. 4-10 & 6-21).

RECOMMENDATIONS

The proposed application complies with the policies of the Revised General Plan. Community Planning staff recommends approval.

cc: Julie Pastor, AICP, Director, Planning
Cynthia L. Keegan, AICP, Program Manager, Community Planning

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING ADMINISTRATION REFERRAL

DATE: June 20, 2007

TO: Stephen Gardner, Project Manager

THROUGH: Marilee Seigfried, Deputy Zoning Administrator

FROM: Nita Bearer, Planner, Zoning Division *nb*

CASE NUMBER AND NAME: ZMAP-2007-0003
1 Dulles Town Center Office Building

TAX MAP/PARCEL NUMBER: /80//24//BK61/
MCPI PIN: 041-30-7841

Zoning Comments:

1. Indicate on the plan that the site is located within the Route 28 Taxing District.
2. Correct General Note #3 on Sheet 1 and the Site Summary on Sheet 2 to indicate the site will be regulated by the "Revised" 1993 Loudoun County Zoning Ordinance.
3. In the Site Summary information, provide the existing yards from Rt. 28, Atlantic Blvd. and Dulles Center Blvd. and correct the required yards for the Revised 1993 Loudoun County Zoning Ordinance to indicate that a 75' yard is required adjacent to Atlantic Blvd, a major collector road.
4. Verify the address of the property owner/applicant. According to County records, the city is North Bethesda, not Kensington.
5. Please advise the applicant that at the time of site plan submission, it must be demonstrated that there is sufficient parking for an "educational institution" as proposed.

ATTACHMENT 1 *b.*



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ZMAP 2007-0003, 1 DTC Office Building

Response to Referrals

Comprehensive Planning (Comments dated June 13, 2007)

Comment: The proposed application complies with the policies of the Revised General Plan. Community Planning staff recommends approval.

Response: Comment acknowledged

Office of Zoning (Comments dated June 20, 2007)

Comment 1: Indicate on the plan that the site is located within the Route 28 Taxing District.

Response: The plan has been revised as requested.

Comment 2: Correct General Note #3 on Sheet 1 and the Site Summary on Sheet 2 to indicate the site will be regulated by the Revised 1993 Loudoun County Zoning Ordinance.

Response: The plan has been revised as requested.

Comment 3: In the site Summary information, provide the existing yards from Rt. 28, Atlantic Blvd and the Dulles Center Blvd and correct the required yards for the Revised 1993 Zoning Ordinance to indicate that a 75' yard is required adjacent to Atlantic Blvd, a major collector road.

Response: The plan has been revised as requested.

Comment 4: Verify the address of the property owner/applicant. According to County records, the city is North Bethesda, not Kensington.

Response: The address has been changed to indicate North Bethesda in the address.

Comment 5: Please advise the applicant that at the time of site plan submission, it must be demonstrated that there is sufficient parking for an "educational institution" as proposed.

Response: Acknowledged.

1 Dulles Town Center Office Building

Zoning Map Amendment

STATEMENT OF JUSTIFICATION

May 10, 2007

RECEIVED
MAY 16 2007

BUILDING AND DEVELOPMENT

INTRODUCTION

1 Dulles Town Center, L.L.C. (the "Applicant") is the owner of approximately 12.51 acres of land (the "Property") located in the Route 28 Tax District on the northeast corner of Dulles Center Boulevard and Route 28. The Property is more specifically identified as Parcels BK61 on Loudoun County Tax Map 80((24)), (MCPI# 041-30-7841).

The Applicant hereby requests a Zoning Map Amendment to convert the Property from the PD-OP (Planned Development-Industrial Park) Zoning District under the 1972 Zoning Ordinance to PD-OP (Planned Development-Industrial Park) Zoning District under the Revised 1993 Zoning Ordinance. This process was formerly known as a Zoning Conversion (ZCON).

APPLICANT'S PROPOSAL

The Revised 1993 Zoning Ordinance ("93 Ordinance") provides a more up-to-date, detailed and extensive use list for the PD-OP district than the older version of the zoning ordinance (see Table 1 below for a comparison of uses permitted by the 1972 Ordinance and the '93 Ordinance, respectively). In particular, '93 Ordinance specifies that an "educational institution" is permitted in the PD-OP zoning district. The Applicant has the opportunity to bring Neumont University, a computer science training institution, to Loudoun County. While Neumont is not a typical university in that it does not provide on campus housing, the Applicant seeks the clarity provided by the '93 Ordinance that educational uses are permitted.

This application is made solely to address the permitted uses in the PD-OP zoning district. The site is fully developed and is the location of 21000 Atlantic Boulevard, a Class A office building located at the southwestern border of the Dulles Town Center property. The property is subject to existing proffers, all of which remain in full force and effect.

ATTACHMENT 3

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**1 Dulles Town Center Office Building
Zoning Map Amendment
Statement of Justification**

May 10, 2007

Page 2

Table 1: Comparison of Permitted Uses, 1972 and Revised 1993 Zoning Ordinances

1972 Zoning Ordinance	Revised 1993 Zoning Ordinance
Administrative and business offices	Office, administrative, business and professional
Professional offices, including medical, dental and optical	Bank or financial institution, pursuant to Section 5-659
Structures and uses required for necessary operations of a public utility or necessary performance of a government function, except uses involving extensive storage	Commuter parking lot
	Health and Fitness Center
	Office, medical and dental
	Accessory uses provided they are located in the same building as the permitted principal use and the occupy in the aggregate not more than 20% of the floor area: Central reproduction & mailing services Quick print shop Restaurant, including carry-out, by excluding drive-through Establishments for sale of office supplies and service of office equipment News stand Pharmacies pursuant to Section 5-659 Personal service establishment
	Post Office
	Adult day care
	Educational institution
	Recycling drop-off collection center, small, pursuant to Section 607
	Printing service
	Agriculture, horticulture, forestry, and fishery
	Business service establishment
	Conference or training center
	Library
	Park
	Public utility service center, without outdoor storage
	Radio and television recording studio
	Research, experimental, testing or development activities
	Utility substation, dedicated
	Water pumping station
	Sewer pumping station
	Utility substation, distribution, pursuant to Section 5-616
	Church, synagogue, and temple
	Child care center, pursuant to Section 5-609
	Telecommunications antenna, pursuant to Section 5-618(A)
	Telecommunications monopole, pursuant to Section 5-618(B)(1)

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ZONING MAP AMENDMENT FACTORS FOR CONSIDERATION

Section 6-1211(E) of the Zoning Ordinance outlines various factors for consideration in the review of a request to reclassify property to a different zoning district classification on the Zoning Map. The following is an analysis of these factors in relation to the Property:

(1) **Whether the proposed zoning district classification is consistent with the Comprehensive Plan.**

The zoning regulation of property in the Route 28 Tax District was not revised as part of the countywide remapping (ZOAM 2002-0003) or otherwise. The County *does* allow and encourage property owners to convert to regulation under the current zoning ordinance, however. The Revised General Plan specifically supports conversion of zoning administration from that of the 1972 Zoning Ordinance to the Revised 1993 Zoning Ordinance (Revised General Plan, Economic Development Policy 14, p. 4-10).

(2) **Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.**

The Route 28 Tax District and surrounding commercial properties continue to develop as planned and zoned. The County's addition of permitted uses in the PD-OP zoning district is consistent with development of this area, and, again, conversion to regulation under the Revised 1993 Zoning Ordinance is encouraged.

(3) **Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.**

The surrounding properties are within the planned development of Dulles Town Center or across Route 28. The area is planned and developing with uses consistent with the office uses specified in the '93 Ordinance.

(4) **Whether adequate utility, sewer, and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.**

The property is fully developed and utilities provided. A conversion to regulation under the Revised 1993 Zoning Ordinance will have no impact on the provision of utilities.

(5) **The effect of the proposed rezoning on the county's ground water supply.**

The property is currently served by public water and sanitary sewer; no groundwater impacts are anticipated.

(6) **The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.**

The property is fully developed and no additional impacts of any kind are anticipated.

- (7) The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.

The County's addition of uses to the PD-OP zoning district did not change the overall mobility needs and impacts of the PD-OP district. All additional uses are similar or lower in intensity to the uses permitted by the 1972 Zoning Ordinance. Since the applicant is not seeking to change zoning designations, no additional impacts are anticipated.

- (8) Whether a reasonably viable economic use of the subject property exists under the current zoning.

The uses permitted in the PD-OP district by the Revised 1993 Zoning Ordinance provide additional options for use of the property. The Applicant plans to lease space in the existing building to Neumont University, which can be an integral part of an economy with a technically savvy workforce. An entity such as Neumont will support the development of a technology-based economy by contributing to the availability of a skilled workforce. Further, a computer training entity expands opportunities for Loudoun residents to tailor their skills to the needs of the local economy.

- (9) The effect of the proposed rezoning on environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and air quality.

The site is fully developed. Notwithstanding, the Applicant will continue to meet all applicable environmental standards.

- (10) Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.

See #8 above.

- (11) Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.

The current use list for PD-OP district provided in the Revised 1993 Zoning Ordinance provides enhanced economic development options.

- (12) Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.

No change from existing zoning.

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- (13) Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.

No change from existing zoning.

- (14) Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the county.

No change from existing zoning.

- (15) The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.

N/A

- (16) The effect of the rezoning on the natural, scenic, archeological, or historic features of significant importance.

No change from existing zoning.

CONCLUSION

The applicant is not seeking a change in zoning but rather simply seeks to be regulated under the Revised 1993 Zoning Ordinance, as recommended by County's Revised General Plan. As such, expeditious consideration of the application is requested.

APPLICATION NUMBER: ZMAP 2007-, 1 Dulles Town Center Office BuildingI, Arthur N. Fuccillo, do hereby state that I am an☒ applicant applicant's authorized agent listed in Section B.1. belowin application Number(s): ZMAP 2007-, 1 Dulles Town Center Office Building
and that to the best of my knowledge and belief, the following information is true:**B. MANDATORY DISCLOSURES****1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST**

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
041-30-7841	1 Dulles Town Center, L.L.C. Arthur N. Fuccillo	11501 Huff Court North Bethesda, MD 20895	Title Owner and Applicant
	Dewberry & Davis Zeb Hoffman & Bill Fissell	1503 Edwards Ferry Road, Suite 200 Leesburg, VA 20176	Agent
	Reed Smith, LLP Ben Tompkins & Ann Goode	44084 Riverside Parkway, Suite 300 Leesburg, VA 20176	Attorney

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 Real Parties of Interest information is continued on an additional copy of page B-1If multiple copies of this page are provided please indicate Page of pages.

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APPLICATION NUMBER: ZMAP 2007-, 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

1 Dulles Town Center, L.L.C., 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
TLC Office Group, L.L.C.	
Chesterfield DTC Office One, LLC	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 1 of 13 pages.

APPLICATION NUMBER: ZMAP 2007-, 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

TLC Office Group, L.L.C., 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
DTC Partners, L.L.C.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 2 of 13 pages.

APPLICATION NUMBER: ZMAP 2007-, 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Chesterfield DTC Office One, LLC, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Arthur N. Fuccillo and Family	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 3 of 13 pages.

APPLICATION NUMBER: ZMAP 2007-, 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

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Name and Address of Corporation (complete name, street address, city, state, zip)

DTC Partners, L.L.C., 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Lerner Enterprises, LLC	
Theodore N. Lerner Children's Trust U/T/A	
Annette M. Lerner Children's Trust U/T/A	
Jacob Schwalb	
Harris Schwalb	
Michael Schwalb	
L/F Loudoun DTC Limited Partnership	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of *page B-2*If multiple copies of this page are provided please indicate Page 4 of 13 pages.

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Name and Address of Corporation (complete name, street address, city, state, zip)

Lerner Enterprises, LLC, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Theodore N. Lerner	
Annette M. Lerner	
Mark D. Lerner 1997 Family Trust	
Debra Lerner Cohen 1997 Family Trust	
Marla Lerner Tanenbaum 1997 Family Trust	
Mark D. Lerner	
Debra Lerner Cohen	
Marla Lerner Tanenbaum	
Theodore N. Lerner Children's Trust	
Annette M. Lerner Children's Trust	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation (complete name, street address, city, state, zip)

Theodore N. Lerner Children's Trust, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jacob Schwalb	
Jeffrey B. Stern	
Joel N. Simon	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation (complete name, street address, city, state, zip)

Annette M. Lerner Children's Trust, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jacob Schwalb	
Jeffrey B. Stern	
Joel N. Simon	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 7 of 13 pages.

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Name and Address of Corporation (complete name, street address, city, state, zip)

L/F Loudoun DTC Limited Partnership, 11501 Huff Court, North Bethesda, MD 208965

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jacob Schwalb	
Lerner Enterprises, LLC	
Arthur N. Fuccillo	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation (complete name, street address, city, state, zip)

Mark D. Lerner 1997 Family Trust, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mark D. Lerner	
Debra Lerner Cohen	
Marla Lerner Tanenbaum	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation (complete name, street address, city, state, zip)

Debra Lerner Cohen 1997 Family Trust, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Marla Lerner Tanenbaum	
Debra Lerner Cohen	
Mark D. Lerner	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 10 of 13 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Marla Lerner Tanenbaum 1997 Family Trust, 11501 Huff Court, North Bethesda, MD 20895

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Marla Lerner Tanenbaum	
Debra Lerner Cohen	
Mark D. Lerner	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 11 of 13 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Dewberry & Davis, LLC, 1503 Edwards Ferry Road, Suite 200, Leesburg, VA 20176

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Dewberry Companies LC	
Eric D. Snellings	
Dennis M. Couture	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 12 of 13 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

The Dewberry Companies, LC, 8401 Arlington Boulevard, Fairfax, VA 22031

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*☐ *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.*☐ *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Sidney O. Dewberry	
Barry K. Dewberry	
Karen S. Grand Pre	
Michael S. Dewberry	
Thomas L. Dewberry	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ Additional shareholder information is continued on an additional copy of page B-2If multiple copies of this page are provided please indicate Page 13 of 13 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**3. PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the partners, both general and limited, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Reed Smith, LLP, 44084 Riverside Parkway, Suite 300, Leesburg, VA 20176

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the partners (enter first name, middle initial, last name, and title, e.g. general partner, limited partner, or general and limited partner)

NAME (First, M.I., Last)	Title (e.g. general partner, limited partner, etc)
SEE ATTACHED	

Check if applicable:

Additional Partnership information is included on an additional page B-4.

4. One of the following boxes must be checked

- ☒ In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

- ☒ Additional information for Item B. 3. is included on an additional page B-3.

If multiple copies of this page are provided please indicate Page 1 of 2 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**REED SMITH LLP****List of Partners**

Abbott, Kevin C.	Christman, Bruce L.	Greenberger, James J.	Kolaski, Kenneth M.
Alfandary, Peter R.	Clark, II, Peter S.	Greenblatt, Lewis B.	Kozlov, Herbert F.
Allen, Thomas L.	Cobetto, Jack B.	Grimes, David M.	Krebs-Markrich, Julia
Altorelli, John J.	Colen, Frederick H.	Gross, Dodi Walker	Kuglar, Stefan
Andrews, Alex T.	Colman, Abraham J.	Guadagnino, Frank T.	Kwuon, Janet H.
Arkebauer, J. Todd	Connoley, Mark F.	Gwynne, Kurt F.	Lacy, Jr., D. Patrick
Arnold, Roy W.	Connors, Eugene K.	Hackett, Mary J.	Lasher, Lori L.
Baker, Scott D.	Convery, III, J. Ferd	Haggerty, James R.	LeDonne, Eugene
Ballantine, Frank D.	Cotler, Alan K.	Hall, Kevin A.	Leech, Frederick C.
Banzhaf, Michael A.	Davies, Colleen T.	Hanes, Grayson P.	Leiderman, Harvey, L.
Barnes, James J.	Demase, Lawrence A.	Hargreaves, Philip M.	Levine, Edward H.
Barry, Kevin R.	DeNinno, David L.	Harris, Judith L.	Lo Vallo, Michael A.
Beale, Giles W.	Dermody, Debra H.	Hartley, Simon P.	Lewis, Lars
Begley, Sara A.	DiFiore, Gerard S.	Hartman, Ronald G.	Loepere, Carol C.
Beirne, Nola M.	Dilling, Robert M.	Harvey, Richard H.	London, Alan E.
Bernier, Maria N.	DiNome, John A.	Hawley, Terence N.	London, Jeffrey L.
Bernstein, Leonard A.	Dittoe, John E.	Heard, David J.	Lowenstein, Michael E.
Bernstein, Robert H.	Dolin, Stewart	Heffler, Curt L.	Luchini, Joseph S.
Bevan, III, William	Doran, William E.	Heidelberger, Louis M.	Lyons, III, Stephen M.
Bhattacharyya,	Dubelier, Eric A.	Hemming, Seth M.	Magera, George F.
Gautam	Dumville, S. Miles	Hewetson, Charles M.	Mahone, Glenn R.
Bickham, J. David	Duronio, Carolyn D.	Hibbert, Thomas	Mantell, Nanette W.
Binis, Barbara R.	East, Lindsay T.	Hierons, Richard	Marger, Joseph M.
Blasier, Peter C.	Edwards, Stephen S.	Hill, Christopher A.	Martin, James C.
Blitch, Stephen G.	Epstein, Bette B.	Hill, Robert J.	Martini, John D.
Bobo, Stephen T.	Eskilson, James	Hitt, Leo N.	Maxtone-Smith, Michael J.
Boehner, Russell J.	Evagora, Kyri	Hirsch, Austin L.	McAllister, David J.
Bohan, David C.	Evans, David C.	Hofstetter, Jonathan M.	McCarthy, Michael P.
Bolden, A. Scott	Fagelson, Ian B.	Holmes, Katherine M.	McDavid, George E.
Bonessa, Dennis R.	Fagelson, Karen C.	Honigberg, Carol C.	McGarrigle, Thomas J.
Booker, Daniel I.	Fischer, Michael I.	Hultquist, James T.	McGough, Jr., W. Thomas
Borrowdale, Peter E.	Fisher, Stanley P.	Hunt, Mark T.	McKenna, J. Frank
Boutcher, David J.	Flatley, Lawrence E.	Iino, John M.	McNichol, Jr., William J.
Boven, Douglas G.	Floyd, Michele	Innamorato, Don A.	Mehfoud, Kathleen S.
Bradford, Timothy B.	Fogel, Paul D.	Jared, Cynthia	Melodia, Mark S.
Bradley, Patrick E.	Foster, Timothy G.	Jeffcott, Robin B.	Metro, Joseph W.
Brand, Mark A.	Fox, Thomas C.	Jenkinson, Andrew P.	Meyers, Michael A.
Bresch, Jeffrey J.	Francis, Jr., Ronald L.	Johnston, Paul F.	Miller, Edward S.
Brown, Charles A.	Frank, Ronald W.	Jordan, Gregory B.	Miller, Robert J.
Brown, George	Freeman, Lynne P.	Kabnick, Lisa D.	Miller, Steven A.
Brown, Michael K.	Frenier, Diane M.	Karides, Constantine	Moberg, Marilyn A.
Buckley, Mike C.	Fritton, Karl A.	Kearney, Kerry A.	Montague-Jones, Roy R.
Burroughs, Jr., Benton	Gallagher, Jr., Daniel P.	Kiel, Gerald H.	Morgan, Adam R.
Cameron, Douglas E.	Gallatin, Jr. James P.	King, Robert A.	Morris, Robert K.
Caplan, Gary S.	Gasparetti, Lorenzo E.	Kirkpatrick, Stephen A.	Munoz, Peter S.
Carder, Elizabeth B.	Gentile, Jr. Pasquale D.	Kleier, James	Munsch, Martha Hartle
Cardozo, Raymond A.	Gilbert, Jeffrey T.	Klein, Murray J.	Myers, Donald J.
Charot, Benoit	Greeson, Thomas W.	Kohn, Steven M.	Napolitano, Perry A.

If multiple copies of this page are provided please indicate Page 2 of 3 pages.

APPLICATION NUMBER: ZMAP 2007- , 1 Dulles Town Center Office Building**REED SMITH LLP – List of Partners (cont'd)**

Naugle, Louis A.	Shapiro, Clifford J.	Zaimes, John P.
Nelson, Jack R.	Shaw, Nick J.	Zurzolo, Tracy Leigh
Neiman, Robert K.	Short, Carolyn P.	(f/k/a Frisch, Tracy
Nicholas, Robert A.	Siamas, John S.	Zurzolo)
Nicoll, Richard C.	Sigelko, Duane F.	Shapiro, Clifford J.
O'Neil, Mark T.	Simons, Bernard P.	Sollie, Kyle O.
Oppedahl, Mary C.	Simons, Robert P.	Zoeller, Lee A.
Paisley, Belinda L.	Singer, Paul M.	
Parker, Roger J.	Skrein, Michael P.	
Patterson, Lorin E.	Smersfelt, Kenneth N.	
Pearman, Scott A.	Smith, Barry H.	
Peck, Jr., Daniel F.	Smith, III, John F.	
Pedretti, Mark G.	Smith, John Lynn	
Perfido, Ruth S.	Smith, Robert M.	
Peterson, Kurt C.	Spafford, Richard A.	
Philipps, Richard P.	Spaulding, Douglas K.	
Phillips, Robert D.	Speed, Nicholas P.	
Picco, Steven J.	Springer, Claudia Z.	
Pike, Jon R.	Stanley, David E.	
Pollack, Michael B.	Stewart, II, George L.	
Quinn, Jonathan S.	Stoney, Jr., Carl J.	
Radley, Lawrence J.	Swinburn, Richard R.	
Raju, Ajay K.	Tabachnick, Gene A.	
Rambaud, Mathieu	Taylor, Andrew D.	
Raymond, Peter D.	Taylor, Philip M.	
Reed, W. Franklin	Thallner, Jr., Karl A.	
Reid, Graham M.	Thomas, Alexander Y.	
Reinke, Donald C.	Thomas, William G.	
Restivo, Jr., James J.	Thompson, David A.	
Rhatigan, Sean M.	Tillman, Eugene	
Risetto, Christopher L.	Tocci, Gary M.	
Ritchey, Patrick W.	Todd, Thomas	
Roche, Brian D.	Tompkins, Benjamin F.	
Rofe, Douglas J.	Tovey, Morgan W.	
Rolfes, James A.	Trevelise, Andrew J.	
Rosen, Barry S.	Unkovic, John C.	
Rosenbaum, Joseph I.	Vitsas, John L.	
Rosenberg, Carolyn H.	Von Waldow, Arnd N.	
Roth, Robert A.	Wallis, Eric G.	
Rubenstein, Donald P.	Warne, David G.	
Rudolf, Joseph C.	Wasserman, Mark W.	
Sabourin, Jr., John J.	Weissman, David L.	
Sanders, Michael	Weissman, Sonja S.	
Schaffer, Eric A.	Weller, Charles G.	
Schaidler, Joel R.	Wilkinson, James F.	
Schatz, Gordon B.	Wilkinson, John	
Schlesinger, Matthew J.	Wilson, Stephanie	
Schmarak, Bradley S.	Wolff, Sarah R.	
Schumacher, Jeffrey A.	Witty, Huw R.	
Scott, Michael T.	Wood, Douglas J.	
Seaman, Charles H.	Wood, James M.	
Sedlack, Joseph M.	Wray, Richard K.	
Seeder, Marshall	Yoo, Thomas J.	
Shanus, Stuart A.	Young, Jonathan	

APPLICATION NUMBER: _____

C. VOLUNTARY DISCLOSURE

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

If multiple copies of this page are provided please indicate Page ___ of ___ pages.

APPLICATION NUMBER: _____

D.

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

WITNESS the following signature:


check one ☐ Applicant or ☒ Applicant's Authorized Agent

Arthur N. Fucillo, Exec V.P. for Member
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 15 day of MAY, 2007, in
the State/Commonwealth of Maryland, in the County/City of Montgomery

Jodi Woodside

Notary Public

My Commission Expires: 8/10/2016

JODI C. WOODSIDE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 16, 2010

1 Dulles Town Center Office Building

ZMAP 2007-_____

PROFFER STATEMENT

May 10, 2007

PREAMBLE

Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, 1 Dulles Town Center, L.L.C., a Virginia limited liability company (the "Owner"), owner of approximately 12.51 acres of real property described as Loudoun County Tax Map 80((24)), Parcel BK61 (MCPI #041-30-7841) (the "Property") which is the subject of rezoning application ZMAP 2007-_____, hereby voluntarily proffers that development of the Property shall be in substantial conformity with the 1 Dulles Town Center Office Building Concept Plan, prepared by Dewberry & Davis, dated May ____, 2007, and incorporated herein by reference (the "Concept Plan", attached hereto as Exhibit A), contingent upon the approval by the Board of Supervisors of the zoning conversion to the PD-OP zoning district under the Revised 1993 Zoning Ordinance as requested in rezoning application ZMAP 2007-_____. The rights and obligations set forth in the Proffers for ZMAP 1990-0014 and Special Exception 1991-0045 shall remain in full force and effect for the Property, except as specifically amended or supplemented by this Proffer Statement.

I. Concept Development Plan

The Property shall be developed in substantial conformity with Sheet ____ of ____ of the Concept Plan.

ATTACHMENT 5

A-28

1 Dulles Town Center Office Building
ZMAP 2007-_____
Proffer Statement
May 10, 2007

II. Binding Effects

The Owner warrants that it owns all interests in the Property; that it has full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned is fully authorized to sign these Proffers on behalf of the Owner; and that these Proffers are entered into voluntarily.

[SIGNATURES ON FOLLOWING PAGE]

1 Dulles Town Center Office Building
ZMAP 2007-_____
Proffer Statement
May 10, 2007

1 DULLES TOWN CENTER, L.L.C.

By: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____; to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of 1 Dulles Town Center, L.L.C. who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2007.

Notary Public

My Commission Expires: _____